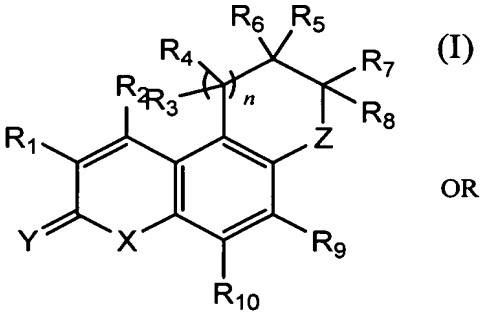
AMENDMENTS TO THE CLAIMS:

Claims 1-17, 23-26, 30-52, 55, 57-63, 98 and 100-107 are pending. Claim 99 is cancelled herein without prejudice or disclaimer. Claims 1, 6, 9, 30, 34-37, 40-42, 46, 57, 59-61, 98, 105 and 107 are amended herein. This listing of claims will replace all prior versions, and listings of claims, in the application.

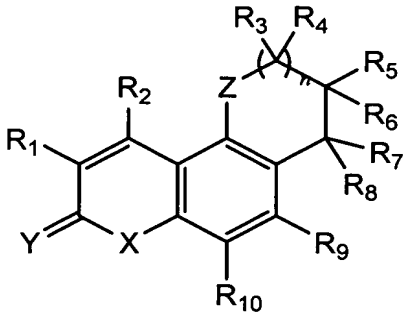
LISTING OF CLAIMS:

1. (Currently amended) A compound of the formula:



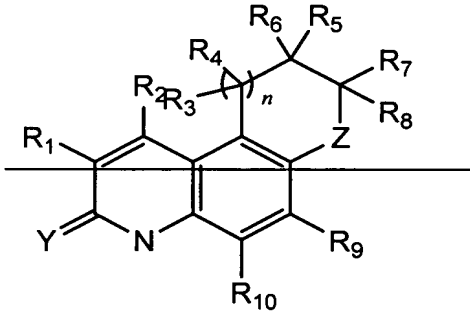
(I)

OR



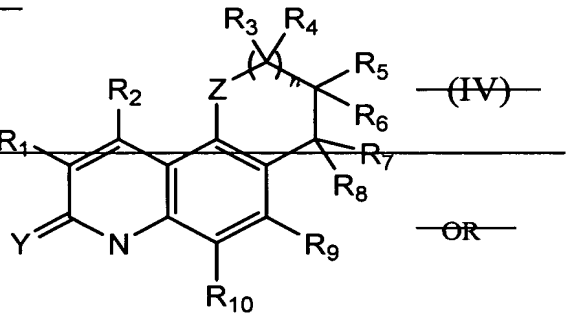
(II)

OR



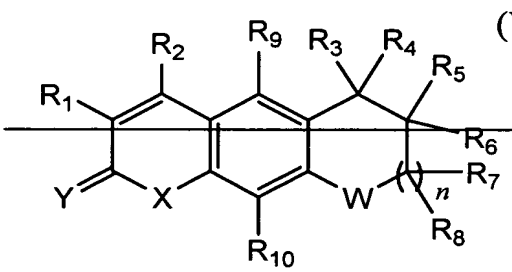
~~(III)~~

OR



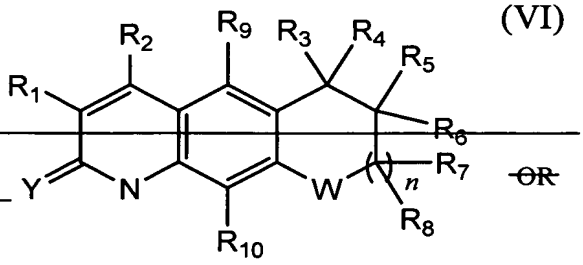
~~(IV)~~

~~OR~~



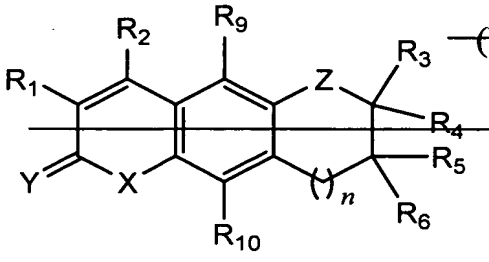
(V)

~~OR~~



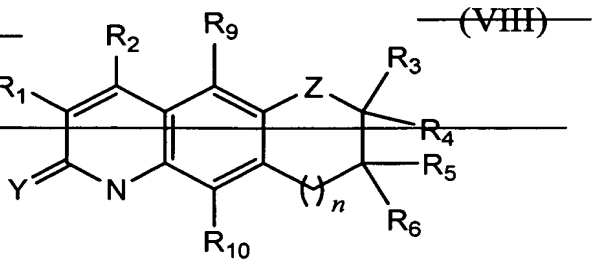
(VI)

~~OR~~

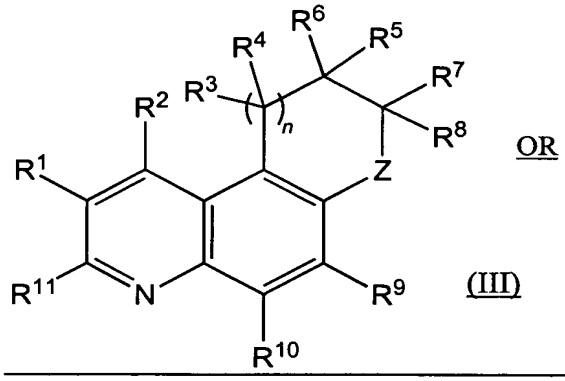


~~(VII)~~

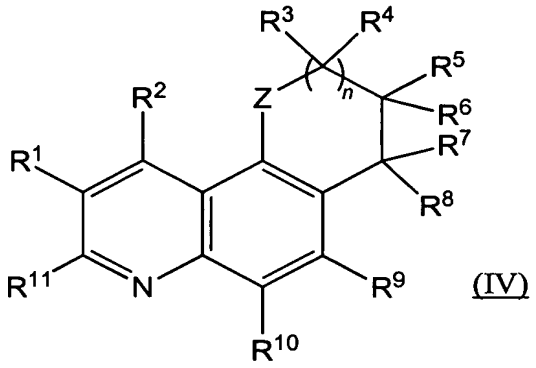
~~OR~~



~~(VIII)~~



OR



wherein:

R^1 is selected from among hydrogen, F, Cl, Br, I, NO_2, OR^{12}, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}R^{12}$, substituted C_1-C_8 alkyl, C_1-C_8 haloalkyl and C_1-C_8 heteroalkyl, wherein the haloalkyl and heteroalkyl groups are optionally substituted;

R^2 is selected from among F, Cl, Br, I, CF_3, CHF_2, CH_2F, CF_2Cl, CN, CF_2OR^{12}, CH_2OR, OR^{12}, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}R^{13}$, substituted C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkenyl and C_2-C_8 alkynyl, wherein the haloalkyl, heteroalkyl, alkenyl and alkynyl groups are optionally substituted;

~~R^3 through R^8 each independently is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted;~~

R^3 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^4 is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted;

R^5 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^6 is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted;

R^7 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^8 is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted; or

R^3 and R^5 taken together form a bond; or

R^5 and R^7 taken together form a bond; or

R^4 and R^6 taken together form a three- to eight-membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted; or

R^6 and R^8 taken together form a three- to eight-membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted;

R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, I, CN, OR^{12}, $NR^{12}R^{13}$, $C_m(R^{12})_{2m}OR^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}C(O)R^{13}$, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl and arylalkyl groups are optionally substituted;

R^{11} is selected from among F, Br, Cl, I, CN, OR^{14}, $NR^{14}R^{13}$, and SR^{14};

R^{12} and R^{13} each independently is selected from the group of hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted;

R^{14} is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, aryl, heteroaryl, $C(O)R^{15}$, CO_2R^{15} and $C(O)NR^{15}R^{16}$, wherein the alkyl, haloalkyl, heteroalkyl, aryl and heteroaryl groups are optionally substituted;

R^{15} and R^{16} each independently is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

W is O or S;

X is $N\{R^{14}\}$;

Y is selected from among O, S, $N\{R^{12}\}$ and $NO\{R^{12}\}$;

Z is $N\{R^{12}\}$;

n is 0; and

m is 0 or 1;

or a pharmaceutically acceptable salt thereof.

2. (Previously presented) A compound according to claim 1, wherein R^2 is selected from among F, Cl, Br, CF_3, CF_2Cl, CF_2H, CFH_2, substituted C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the haloalkyl and heteroalkyl groups are optionally substituted.

3. (Original) A compound according to claim 1, wherein R^2 is selected from among CF_2OR^{12}, CH_2OR^{12}, OR^{12}, SR^{12}, SOR^{12}, SO_2R^{12} and $NR^{12}R^{13}$.

4. (Previously presented) A compound according to claim 1, wherein R^2 is selected from among F, Cl, Br, CF_3, CF_2Cl, CF_2H, CFH_2, substituted C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 heteroalkyl, C_2-C_4 alkenyl and C_2-C_4 alkynyl, wherein the haloalkyl, heteroalkyl, alkenyl and alkynyl groups are optionally substituted.

5. (Previously presented) A compound according to claim 4, wherein R^2 is selected from among F, Cl, CF_3, CF_2Cl, CF_2H, CFH_2 and substituted C_1-C_4 alkyl.

6. (Currently amended) A compound according to claim 1, wherein R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

7. (Previously presented) A compound according to claim 6, wherein R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

8. (Previously presented) A compound according to claim 7, wherein R^9 and R^{10} each independently is selected from among hydrogen, F and CH_3.

9. (Currently amended) A compound according to claim 1, wherein R^1 is selected from among hydrogen, F, Cl, Br, I, substituted C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the ~~alkyl,~~ haloalkyl and heteroalkyl groups are optionally substituted.

10. (Previously presented) A compound according to claim 9, wherein R^{11} is selected from among hydrogen, F, Cl, C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

11. (Original) A compound according to claim 9, wherein R^1 is hydrogen or F.

12. (Previously presented) A compound according to claim 1, wherein Y is O or S.

13. (Original) A compound according to claim 12, wherein Y is O.

14. (Previously presented) A compound according to claim 1, wherein R^{11} is selected from among F, Cl, CN, OR^{14}, $NR^{14}R^{13}$ and SR^{14}.

15. (Previously presented) A compound according to claim 14, wherein R^{11} is selected from among F, Cl, OR^{14}, SR^{14} and $NR^{14}R^{13}$.

16. (Previously presented) A compound according to claim 15, wherein R^{11} is selected from among F, Cl, OR^{14} and SR^{14}.

17. (Original) A compound according to claim 16, wherein R^{11} is OR^{14}.

18-22. (Cancelled)

23. (Previously presented) A compound according to claim 1, wherein R^{12} is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted.

24. (Previously presented) A compound according to claim 23, wherein R^{12} is selected from among hydrogen, C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

25. (Previously presented) A compound according to claim 1, wherein R^{13} is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted.

26. (Previously presented) A compound according to claim 25, wherein R^{13} is selected from among hydrogen, C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

27-29. (Cancelled)

30. (Currently amended) A compound according to claim 1, wherein:

R^3 and R^4 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^3 and R^5 taken together form a bond; or

R^4 and R^6 taken together form a four to six membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring are optionally substituted.

31. (Previously presented) A compound according to claim 30, wherein R^3 and R^4 each independently is selected from among hydrogen, C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

32. (Previously presented) A compound according to claim 1, wherein:

R^5 and R^7 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^5 and R^7 taken together form a bond.

33. (Previously presented) A compound according to claim 32, wherein R^5 and R^7 each independently is selected from among hydrogen, C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

34. (Currently amended) A compound according to claim 1, wherein:

R^6 and R^8 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, heteroaryl and aryl groups are optionally substituted; or

R^6 and R^8 taken together form a three to eight membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted.

35. (Currently amended) A compound according to claim 34, wherein:

R^6 and R^8 each independently is selected from among hydrogen, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 heteroalkyl, heteroaryl and aryl, wherein alkyl, haloalkyl, heteroaryl and aryl are optionally substituted; or

R^6 and R^8 taken together form a four to six membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted.

36. (Currently amended) A compound according to claim 1, wherein:

R^1 is selected from among hydrogen, F, Cl, Br, I, <u>substituted</u> C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the ~~alkyl,~~ haloalkyl and heteroalkyl groups are optionally substituted;

R^2 is selected from among F, Cl, Br, CF_3, CF_2Cl, CF_2H, CFH_2, substituted C_1-C_6 alkyl; C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein haloalkyl and heteroalkyl groups are optionally substituted; and

R^3 and R^4 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

37. (Currently amended) A compound according to claim 36, wherein:

R^5 through R^8 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^6 and R^8 taken together form a four to six membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring are optionally substituted.

38. (Previously presented) A compound according to claim 37, wherein:

R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^{12} is selected from among hydrogen, C_1-C_6 alkyl C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted; and

R^{14} is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, $C(O)R^{15}$, CO_2R^{15} and $C(O)NR^{15}R^{16}$, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

39. (Previously presented) A compound according to claim 38, wherein Y is O or S.

40. (Currently amended) A compound according to claim 1, wherein said compound is selected from among:

6-Methyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Isopropyl-6-methyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Allyl-6-methyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-(4-Methoxyphenyl)-6-methyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-(3-Trifluoromethylphenyl)-6-methyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

4-Trifluoromethyl-5,6,7,8-tetrahydrocyclopentano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

4-Trifluoromethyl-5,6,7,8,9,10-hexahydrocycloheptano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano[g]pyrrolo-[3,2-*f*]quinolin-2(1*H*)-one;

~~(±) 6,6a,7,8,9,9a(*cis*) Hexahydro-6-trifluoroethyl-4-trifluoromethylcyclopentano[i]pyrrolo-[2,3-*g*]quinolin-2(1*H*)-one;~~

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-ethyl-4-trifluoromethylcyclopentano-[g]pyrrolo[3 ,2-*f*]-quinolin-2(1*H*)-one;

~~(±) 6,6a,7,8,9,9a(*cis*) Hexahydro-6-ethyl-4-trifluoromethylcyclopentano-[i]pyrrolo[2,3-*g*]-quinolin-2(1*H*)-one;~~

(±)-5,6-Dihydro-5,6-*cis*-dimethyl-7-~~trifluoroethyl~~ (2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

~~(±) 7,8-Dihydro-7,8-*cis*-dimethyl-6-trifluoroethyl-4-trifluoromethyl-6*H*-pyrrolo[2,3-*g*]-quinolin-2(1*H*)-one;~~

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-propyl-4-trifluoromethylcyclopentano-[g]pyrrolo-[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(3-furanylmethyl)-4 trifluoromethylcyclopentano[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(3-thiophenemethyl)-4-trifluoromethylcyclopentano[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2-methylpropyl)-4-trifluoromethylcyclopentano[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2,2,2-chlorodifluoro-ethyl)-4-trifluoromethylcyclo-pentano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-cyclopropylmethyl-4-trifluoromethylcyclopentano[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2,2-dimethoxyethyl)-4-trifluoromethylcyclo-pentano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,8,8a(*cis*)-Hexahydro-9-(2,2,2-trifluoroethyl)-4-trifluoromethyl-9*H*-cyclo-hexano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,8,9,9a(*cis*),10-Octahydro-10-(2,2,2-trifluoroethyl)-4-trifluoromethylcyclo-heptano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-6-ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-butyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-(4-nitrophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-(4-dimethylaminophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-(4-methoxyphenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-(3-trifluoromethylphenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-(4-fluorophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5-phenyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-(4-methoxyphenyl)-6-methyl-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-(4-methoxyphenyl)-6-methyl-7-(2,2-dimethoxyethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-isopropyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5-ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo-[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5-ethyl-6-propyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo-[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5-(2-ethoxycarbonylethyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5,6-Dimethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

6-Methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

6-Ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Ethyl-6-propyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)one;

5,6,7,8-Tetrahydro-8-~~trifluoroethyl~~ (2,2,2-trifluoroethyl)-4-trifluoromethylcyclopentano[g]-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

8-Trifluoroethyl-4-trifluoromethyl-6,8-dihydrocyclopentano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

9-Trifluoroethyl-4-trifluoromethyl-9*H*-benzo[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

~~6-Trifluoroethyl-4-trifluoromethyl-6,7,8,9-tetrahydrocyclopetano[i]-pyrrolo[2,3-*g*]-quinolin-2(1*H*)-one;~~

5-(3-Trifluoromethylphenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-(4-Fluorophenyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

5-(2-Ethoxycarbonylethyl)-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

~~7-Ethyl-8-methyl-6-(2,2,2-trifluoroethyl)-4-trifluoromethyl-6*H*-pyrrolo-[2,3-*g*]quinolin-2(1*H*)-one;~~

5-Hydroxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

5-Methyl-6-(1-hydroxyethyl)-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

5-Methyl-6-acetyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Formyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Acetyloxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

2-Acetyloxy-5-hydroxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinoline;

6-Ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Ethoxymethyl-6-ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

(+)-6-(1-Methoxyethyl)-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

7-Allyl-6-methyl-4-trifluoromethyl-5*H*-pyrrolo[2,3-*f*]quinolin-2(1*H*)-one;

6-Ethyl-7-methyl-4-trifluoromethyl-5*H*-pyrrolo[2,3-*f*]quinolin-2(1*H*)-one;

7-(3-Trifluoromethylphenyl)-6-methyl-4-trifluoromethyl-5*H*-pyrrolo[2,3-*f*]quinolin-2(1*H*)-one;

7-(2-Hydroxyethyl)-6-methyl-4-trifluoromethyl-5*H*-pyrrolo[2,3-*f*]quinolin-2(1*H*)-one;

(+)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-~~trifluoroethyl~~ (2,2,2-trifluoroethyl)-4-trifluoromethyl-cyclopentano-[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(–)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-~~trifluoroethyl~~ (2,2,2-trifluoroethyl)-4-trifluoromethyl-cyclopentano-[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-6-hydroxymethyl-4-trifluoromethylpyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-7-ethyl-6-hydroxymethyl-4-trifluoromethylpyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

~~7,8-Dihydro-6-(2,2,2-trifluoroethyl)-4-trifluoromethylpyrrolo[2,3-*g*]quinolin-2(1*H*)-one;~~

~~6-(2,2,2-Trifluoroethyl)-4-trifluoromethylpyrrolo[2,3-*g*]quinolin-2(1*H*)-one;~~

~~8-Chloro-6-(2,2,2-trifluoroethyl)-4-trifluoromethylpyrrolo[2,3-*g*]quinolin-2(1*H*)-one;~~

5-Methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethylpyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

6-Formyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one; and

5,6-Dimethyl-7-(2,2-difluorovinyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one.

41. (Currently amended) A compound according to claim 1, wherein said compound is selected from the group consisting of:

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-~~trifluoroethyl~~ (2,2,2-trifluoroethyl)-4-trifluoromethyl-cyclopentano-[g]pyrrolo-[3,2-*f*]quinolin-2(1*H*)-one;

~~(±)-6,6a,7,8,9,9a(*cis*)-Hexahydro-6-trifluoroethyl-4-trifluoromethylcyclopentano[i]pyrrolo-[2,3-*g*]quinolin-2(1*H*)-one;~~

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-ethyl-4-trifluoromethylcyclopentano-[g]pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5,6-*cis*-dimethyl-7-~~trifluoroethyl~~-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

~~(±) 7,8-Dihydro-7,8-*cis*-dimethyl-6-trifluoroethyl-4-trifluoromethyl-6*H*-pyrrolo[2,3-*g*]-quinolin-2(1*H*)-one;~~

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-propyl-4-trifluoromethylcyclopentano-[g]pyrrolo-[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-(2,2,2-chlorodifluoroethyl)-4-trifluoromethylcyclopentano-[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-cyclopropylmethyl-4-trifluoromethyl-cyclopentano[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-4c,5,6,7,8,8a(*cis*)-Hexahydro-9-(2,2,2-trifluoroethyl)-4-trifluoromethyl-9*H*-cyclohexano[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-6-ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-butyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5-ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-Dihydro-5-ethyl-6-propyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

(±)-5,6-*cis*-Dihydro-5-methyl-6-ethyl-7-(2,2,2-trifluoroethyl)-7*H*-pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

5,6-Dimethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

6-Methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

6-Ethyl-5-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5-Ethyl-6-methyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one;

5,6,7,8-Tetrahydro-8-trifluoroethyl-4-trifluoromethylcyclopentano[g]pyrrolo[3,2-*f*]-quinolin-2(1*H*)-one;

~~6-Trifluoroethyl-4-trifluoromethyl-6,7,8,9-tetrahydrocyclopetano[i]pyrrolo[2,3-*g*]-quinolin-2(1*H*)-one;~~

~~7-Ethyl-8-methyl-6-(2,2,2-trifluoroethyl)-4-trifluoromethyl-6*H*-pyrrolo[2,3-*g*]quinolin-2(1*H*)-one;~~

6-Ethyl-7-(2,2,2-trifluoroethyl)-4-trifluoromethyl-7*H*-pyrrolo[3,2-f]quinolin-2(1*H*)-one;

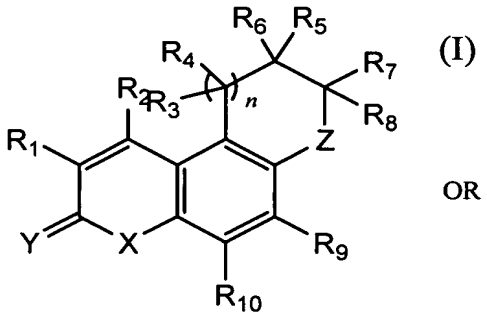
(+)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-~~trifluoroethyl~~ (2,2,2-trifluoroethyl)-4-trifluoromethyl-cyclopentano-[g]-pyrrolo[3,2-*f*]quinolin-2(1*H*)-one; and

(–)-4c,5,6,7,7a(*cis*),8-Hexahydro-8-~~trifluoroethyl~~ (2,2,2-trifluoroethyl)-4-trifluoromethyl-cyclopentano-[g]pyrrolo[3,2-*f*]quinolin-2(1*H*)-one.

42. (Currently amended) A pharmaceutical composition, comprising:

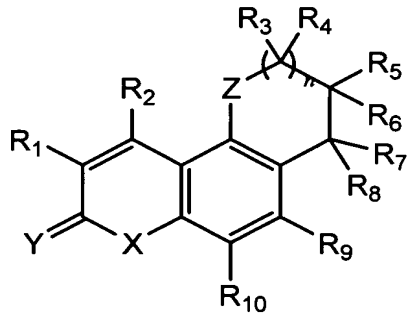
a pharmaceutically acceptable carrier; and

a compound of formula:



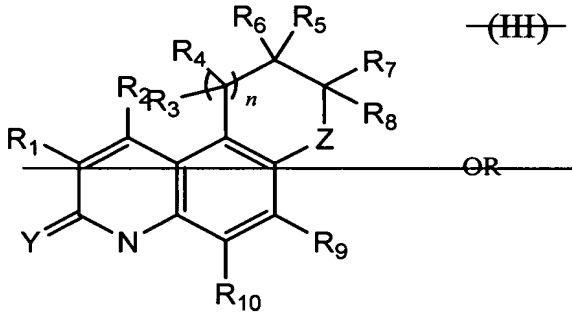
(I)

OR



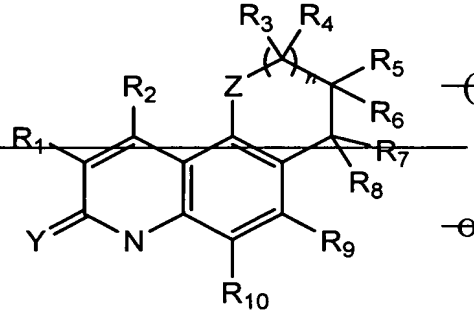
(II)

OR



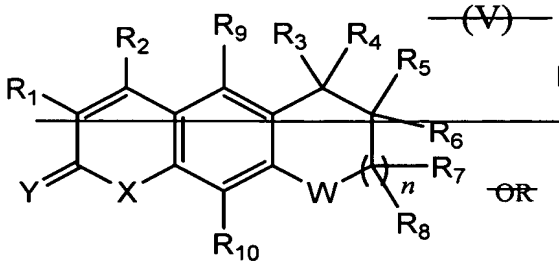
~~(III)~~

OR



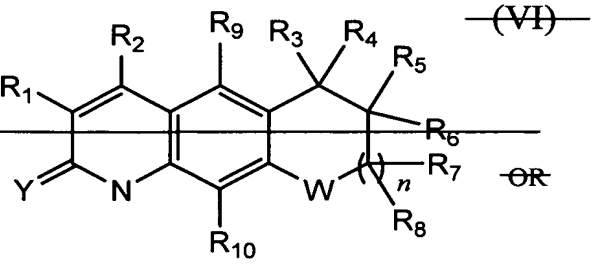
~~(IV)~~

~~OR~~



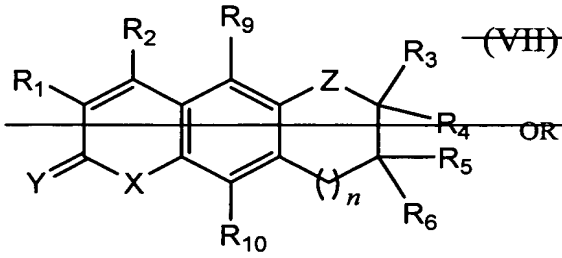
~~(V)~~

~~OR~~



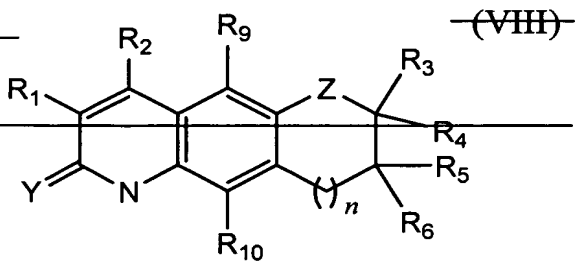
~~(VI)~~

~~OR~~

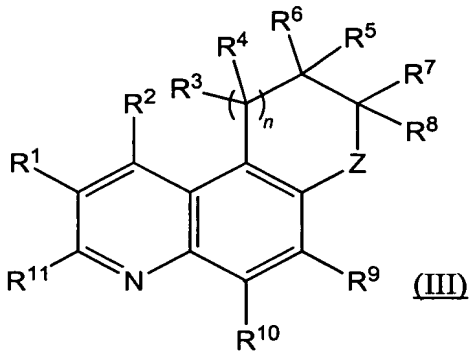


~~(VII)~~

OR

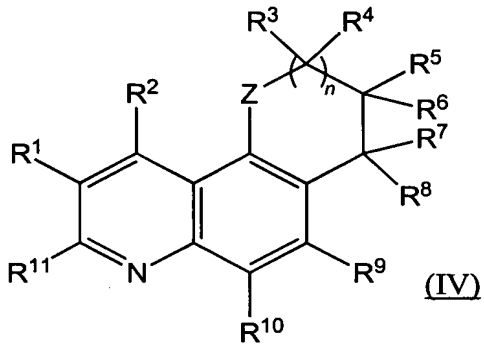


~~(VIII)~~



(III)

OR



(IV)

wherein:

R^1 is selected from among hydrogen, F, Cl, Br, I, NO_2, OR^{12}, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}R^{13}$, C_1-C_8 alkyl, C_1-C_8 haloalkyl and C_1-C_8 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^2 is selected from among F, Cl, Br, I, CF_3, CHF_2, CH_2F, CF_2Cl, CN, CF_2OR^{12}, CH_2OR^{12}, OR^{12}, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}R^{13}$, substituted C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkenyl and C_2-C_8 alkynyl, wherein the haloalkyl, heteroalkyl, alkenyl and alkynyl groups are optionally substituted;

~~R^3 through R^8 each independently is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted;~~

R^3 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^4 is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted;

R^5 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^6 is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted;

R^7 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^8 is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted; or

R^3 and R^5 taken together form a bond; or

R^5 and R^7 taken together form a bond; or

R^4 and R^6 taken together form a three- to eight-membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted; or

R^6 and R^8 taken together form a three- to eight-membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted;

R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, I, CN, OR^{12}, $NR^{12}R^{13}$, $C_m(R^{12})_{2m}OR^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}C(O)R^{13}$, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl and arylalkyl groups are optionally substituted;

R^{11} is selected from among hydrogen, F, Br, Cl, I, CN, OR^{14}, $NR^{14}R^{13}$ and SR^{14};

R^{12} and R^{13} each independently is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted;

R^{14} is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, aryl, heteroaryl, $C(O)R^{15}$, $CO2R^{15}$ and $C(O)NR^{15}R^{16}$, wherein the alkyl, haloalkyl, heteroalkyl, aryl and heteroaryl groups are optionally substituted;

R^{15} and R^{16} each independently is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

W is O or S;

X is $N\{R^{14}\}$;

Y is selected from among O, S, $N\{R^{12}\}$ and $N\{OR^{12}\}$;

Z is $N\{R^{12}\}$;

n is 0; and

m is 0 or 1;

or a pharmaceutically acceptable salt thereof.

43. (Original) A pharmaceutical composition according to claim 42, wherein the carrier is suitable for enteral, parenteral, suppository, or topical administration.

44. (Previously presented) A pharmaceutical composition according to claim 42, wherein R^1 is selected from among hydrogen, F, Cl, Br, I, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

45. (Previously presented) A pharmaceutical composition according to claim 44, wherein R^1 is selected from among hydrogen, F, Cl, C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

46. (Currently amended) A pharmaceutical composition according to claim 42, wherein R^2 is selected from among ~~hydrogen,~~ F, Cl, Br, CF_3, CF_2Cl, CF_2H, CFH_2, substituted C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the haloalkyl and heteroalkyl groups are optionally substituted.

47. (Previously presented) A pharmaceutical composition according to claim 46, wherein R^2 is selected from among F, Cl, Br, CF_3, CF_2Cl, CF_2H, CFH_2, substituted C_1-C_4 alkyl, C_1-C_4 haloalkyl and C_1-C_4 heteroalkyl, wherein the haloalkyl and heteroalkyl groups are optionally substituted.

48. (Previously presented) A pharmaceutical composition according to claim 42, wherein R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

49. (Previously presented) A pharmaceutical composition according to claim 48, wherein R^9 and R^{10} each independently is selected from among hydrogen, F and CH_3.

50. (Previously presented) A pharmaceutical composition according to claim 42, wherein R^{11} is selected from among F, Cl, CN, OR^{14}, $NR^{14}R^{13}$ and SR^{14}.

51. (Previously presented) A pharmaceutical composition according to claim 50, wherein R^{11} is selected from among F, Cl, OR^{14}, SR and $NR^{14}R^{13}$.

52. (Previously presented) A pharmaceutical composition according to claim 42, wherein Y is O or S.

Claims 53 and 54 (Cancelled)

55. (Previously presented) A pharmaceutical composition according to claim 42, wherein R^{12} is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted.

56. (Cancelled)

57. (Currently amended) A pharmaceutical composition according to claim 42, wherein:

R^3 and R^4 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^3 and R^5 taken together form a bond; or

R^4 and R^6 taken together form a four to six membered carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted.

58. (Previously presented) A pharmaceutical composition according to claim 42, wherein:

R^5 and R^7 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^5 and R^7 taken together form a bond.

59. (Currently amended) A pharmaceutical composition according to claim 42, wherein:

R^6 and R^8 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, heteroaryl and aryl groups are optionally substituted; or

R^6 and R^8 taken together form a three to eight membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted.

60. (Currently amended) A pharmaceutical composition according to claim 42, wherein:

R^1 is selected from among hydrogen, F, Cl, Br, I, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^2 is selected from among ~~hydrogen,~~ F, Cl, Br, CF_3, CF_2Cl, CF_2H, CFH_2, substituted C_1-C_6 alkyl; C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the haloalkyl and heteroalkyl groups are optionally substituted; and

R^3 and R^4 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

61. (Currently amended) A pharmaceutical composition according to claim 60, wherein:

R^5 through R^8 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^6 and R^8 taken together form a four to six membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted.

62. (Previously presented) A pharmaceutical composition according to claim 61, wherein:

R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

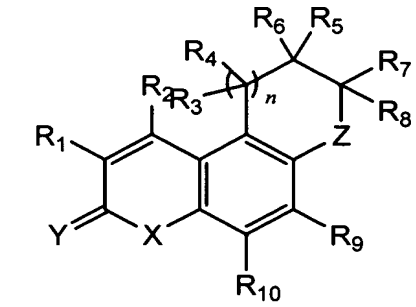
R^{12} is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted; and

R^{14} is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, $C(O)R^{15}$, CO_2R^{15} and $C(O)NR^{15}R^{16}$, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

63. (Previously presented) A pharmaceutical composition according to claim 62, wherein Y is O or S.

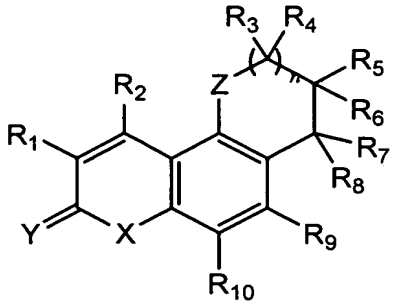
64-97. (Cancelled)

98. (Currently amended) A compound of formula:



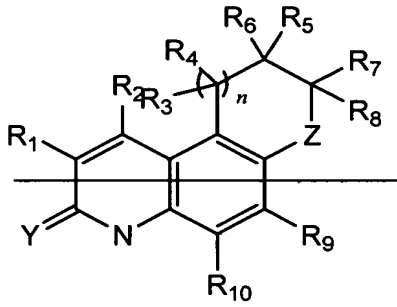
(I)

OR



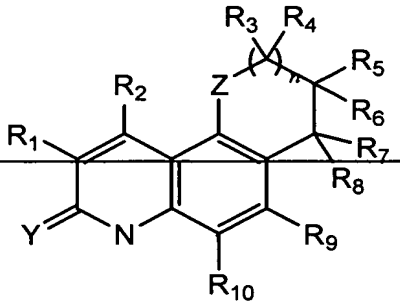
(II)

OR



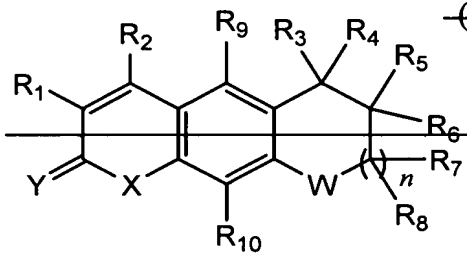
~~(III)~~

OR



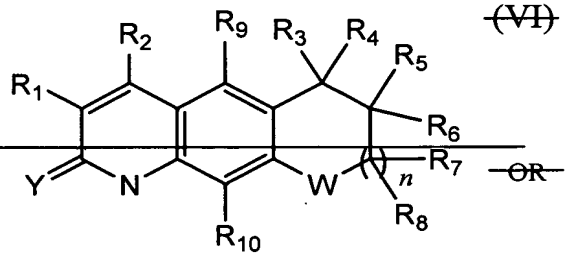
~~(IV)~~

~~OR~~



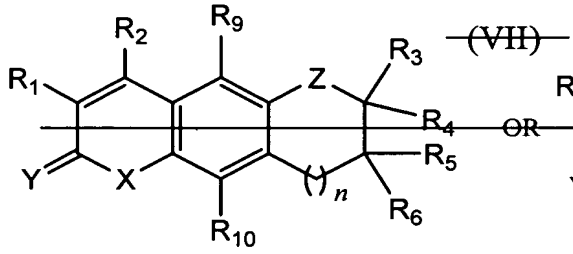
~~(V)~~

~~OR~~



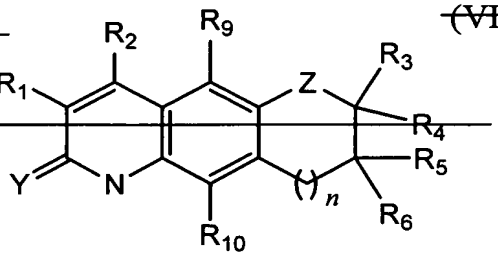
~~(VI)~~

~~OR~~

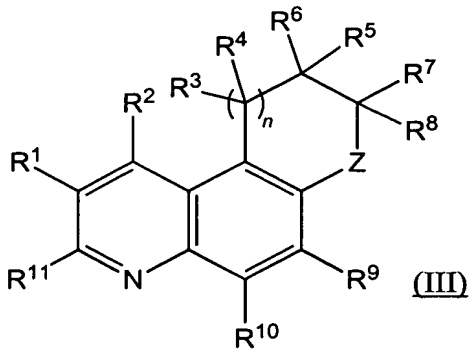


~~(VII)~~

~~OR~~

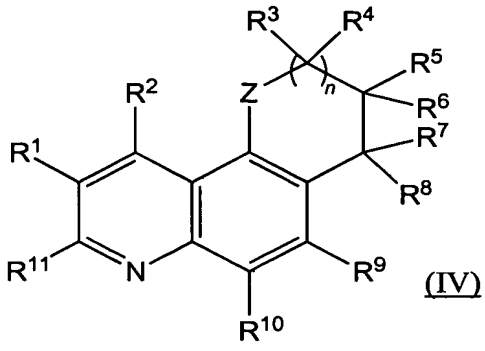


~~(VIII)~~



(III)

OR



(IV)

wherein:

R^1 is selected from among hydrogen, F, Cl, Br, I, NO_2, OR^{12}, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}R^{12}$, C_1-C_8 alkyl, C_1-C_8 haloalkyl and C_1-C_8 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^2 is selected from among F, Cl, Br, ~~I,~~ CF_3, CHF_2, CH_2F, CF_2Cl, ~~CN,~~ CF_2OR^{12}, CH_2OR, OR^{12}, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}R^{13}$, substituted C_1-C_6 alkyl ~~selected from among ethyl, *n*-propyl, isopropyl, *n*-butyl, isobutyl, *sec*-butyl, *tert*-butyl, *tert*-amyl, pentyl, hexyl, heptyl, octyl,~~ C_1- ~~C_8~~ C_6 haloalkyl, and C_1- ~~C_8~~ C_6 heteroalkyl, ~~C_2-C_8 alkenyl and C_2-C_8 alkynyl,~~ wherein the ~~alkyl,~~ haloalkyl, and heteroalkyl ~~, alkenyl and alkynyl~~ groups are optionally substituted;

~~R^3 through R^8 each independently is selected from among hydrogen, F, Cl, Br, I, OR^{12}, $NR^{12}R^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkynyl, C_2-C_8 alkenyl, aryl, heteroaryl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl, alkynyl, alkenyl, aryl, heteroaryl and arylalkyl groups are optionally substituted;~~

R^3 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^4 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^5 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^6 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, heteroaryl and aryl groups are optionally substituted;

R^7 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

R^8 is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, heteroaryl and aryl groups are optionally substituted; or

R^3 and R^5 taken together form a bond; or

R^5 and R^7 taken together form a bond; or

R^4 and R^6 taken together form a three- to eight-membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted; or

R^6 and R^8 taken together form a three- to eight-membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted;

R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, I, CN, OR^{12}, $NR^{12}R^{13}$, $C_m(R^{12})_{2m}OR^{13}$, SR^{12}, SOR^{12}, SO_2R^{12}, $NR^{12}C(O)R^{13}$, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl and arylalkyl, wherein the alkyl, haloalkyl, heteroalkyl and arylalkyl groups are optionally substituted;

R^{11} is selected from among F, Br, Cl, I, CN, OR^{14}, $NR^{14}R^{13}$, and SR^{14};

R^{12} and R^{13} each independently is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, C_2-C_8 alkenyl, C_2-C_8 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted;

R^{14} is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, aryl, heteroaryl, $C(O)R^{15}$, CO_2R^{15} and $C(O)NR^{15}R^{16}$, wherein the alkyl, haloalkyl, heteroalkyl, aryl and heteroaryl groups are optionally substituted;

R^{15} and R^{16} each independently is selected from among hydrogen, C_1-C_8 alkyl, C_1-C_8 haloalkyl, C_1-C_8 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted;

W is O or S;

X is $N\{R^{14}\}$;

Y is selected from the group of O, S, $N\{R^{12}\}$ and $NO\{R^{12}\}$;

Z is $N\{R^{12}\}$;

n is 0; and

m is 0 or 1;

or a pharmaceutically acceptable salt thereof.

99. (Cancelled).

100. (Previously presented) A compound according to claim 98, wherein R^1 is selected from among hydrogen, F, Cl, Br, I, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

101. (Previously presented) A compound according to claim 98, wherein R^9 and R^{10} each independently is selected from among hydrogen, F, Cl, Br, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted.

102. (Previously presented) A compound according to claim 98, wherein R^{11} is selected from among F, Cl, CN, OR^{14}, $NR^{14}R^{13}$ and SR^{14}.

103. (Previously presented) A compound according to claim 98, wherein Y is O or S.

104. (Previously presented) A compound according to claim 98, wherein R^{12} is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, alkenyl, alkynyl, heteroaryl and aryl groups are optionally substituted.

105. (Currently amended) A compound according to claim 98, wherein:

R^3 and R^4 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^3 and R^5 taken together form a bond; or

R^4 and R^6 taken together form a four to six membered carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted.

106. (Previously presented) A compound according to claim 42, wherein:

R^5 and R^7 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl and C_1-C_6 heteroalkyl, wherein the alkyl, haloalkyl and heteroalkyl groups are optionally substituted; or

R^5 and R^7 taken together form a bond.

107. (Currently amended) A compound according to claim 42, wherein:

R^6 and R^8 each independently is selected from among hydrogen, C_1-C_6 alkyl, C_1-C_6 haloalkyl, C_1-C_6 heteroalkyl, heteroaryl and aryl, wherein the alkyl, haloalkyl, heteroalkyl, heteroaryl and aryl groups are optionally substituted; or

R^6 and R^8 taken together form a three to eight membered saturated or unsaturated carbocyclic ~~or heterocyclic~~ ring, wherein the carbocyclic ~~or heterocyclic~~ ring is optionally substituted.